

Lehmann Mary A
Form 4/A
January 05, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lehmann Mary A

2. Issuer Name and Ticker or Trading Symbol
MERITOR INC [MTOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
MERITOR, INC., 2135 WEST
MAPLE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Treasury and Corporate

TROY, MI 48084-7186
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/05/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) (3) (7) | | |
| Common Stock | 01/04/2012 ⁽¹⁾ | | S | | 22,673 ⁽²⁾ | D | |
| | | | | | \$ 5.833 ^{(3) (7)} | | |
| Common Stock | | | | | 1,349 | I | Meritor Savings Plan ⁽⁵⁾ |
| common stock | 01/05/2012 | | S | | 33 ⁽²⁾ | D | |
| | | | | | \$ 5.81 | | |
| | | | | | 193,534 ⁽⁴⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Common Stock Share Equivalents <u>(6)</u> | \$ 0 | | | Code V (A) (D) | | Date Exercisable (7) Expiration Date (7) | Common Stock | Amount or Number of Shares 170 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lehmann Mary A MERITOR, INC. 2135 WEST MAPLE ROAD TROY, MI 48084-7186 | | | Sr. VP, Treasury and Corporate | |

Signatures

Mary A. Lehmann, By Barbara Novak,
Attorney-in-fact

01/05/2012

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This amendment is being filed in order to revise the transaction date from 1/03/2012, as reported on the Form 4 as originally filed, to

(1) 1/04/2012, which is the correct transaction date. Except as revised, this amendment on Form 4 is identical to the Form 4 originally filed on the date hereof.

(2) In connection with the vesting and delivery of restricted stock units, and pursuant to the terms of the restricted stock unit agreement and a Rule 10b5-1 plan, shares were sold and the net proceeds used to pay required withholding taxes.

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- (3) Reflects the weighted average sales price. The actual range of prices for such transactions was \$5.75 to \$5.931. The filer undertakes upon request to provide full information regarding the number of shares sold at each price.
Reflects the vesting of 77,000 restricted stock units on January 2, 2012, with shares sold to pay required withholding taxes and the
- (4) remaining shares held as freely transferable and not as restricted stock. Total also includes 100,250 stock units, each of which represents the right to receive one share of common stock upon the vesting date, subject to terms and conditions.
- (5) Shares purchased periodically and held in Meritor common stock funds in an employee benefit trust established under the Meritor, Inc. Savings Plan, based on information furnished by the Plan Administrator as of November 30, 2011.
- (6) Share equivalents related to Meritor common stock, held under Meritor's supplemental savings plan, based on information furnished by the Plan Administrator as of November 30, 2011
- (7) inapplicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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